

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GOODMAN COREY S</u> (Last) (First) (Middle) <u>C/O VENBIO PARTNERS, LLC</u> <u>1700 OWENS STREET, SUITE 595</u> (Street) <u>SAN FRANCISCO CA 94010</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/16/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>ALX ONCOLOGY HOLDINGS INC [ALXO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Executive Chairman</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	151	I	See footnote ⁽¹⁾
Common Stock	461,811	I	See footnote ⁽²⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	3,100,020	(3)	I	See footnote ⁽¹⁾
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	2,398,588	(3)	I	See footnote ⁽⁴⁾
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	78,175	(3)	I	See footnote ⁽⁵⁾
Series B Convertible Preferred Stock	(6)	(6)	Common Stock	490,411	(6)	I	See footnote ⁽⁴⁾
Series B Convertible Preferred Stock	(6)	(6)	Common Stock	15,794	(6)	I	See footnote ⁽⁵⁾
Series C Convertible Preferred Stock	(7)	(7)	Common Stock	1,052,950	(7)	I	See footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(7)	(7)	Common Stock	52,647	(7)	I	See footnote ⁽⁸⁾

Explanation of Responses:

1. The shares are held of record by venBio Global Strategic Fund, L.P. venBio Global Strategic GP, L.P. is the general partner of venBio Global Strategic Fund, L.P. and venBio Global Strategic GP, Ltd. is the general partner of venBio Global Strategic GP, L.P. The reporting person, a director of venBio Global Strategic GP, Ltd., disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.

2. The shares are held of record by venBio SPV, LLC, which is wholly-owned by venBio Global Strategic Fund, L.P. The reporting person, a managing director of venBio SPV, LLC, disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.

3. Each share of Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.

4. The shares are held of record by venBio Global Strategic Fund II, L.P. venBio Global Strategic GP II, LP is the sole general partner of venBio Global Strategic Fund II, LP and venBio Global Strategic GP II, Ltd. is the sole general partner of venBio Global Strategic GP II, L.P. The reporting person, a director of venBio Global Strategic GP II, Ltd., disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.

5. The shares are held of record by the Goodman Barinaga Trust for which the reporting person serves as trustee.
6. Each share of Series B Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
7. Each share of Series C Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
8. The shares are held of record by Emaldi Corporation for which the reporting person serves as a director. The reporting person disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney

[/s/ Peter Garcia, by power of attorney](#) [07/16/2020](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of ALX Oncology Holdings Inc. (the "Company"), hereby constitutes and appoints Jaume Pons, Peter Garcia and Steffen Pietzke, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of June, 2020.

Signature: /s/ Corey Goodman

Print Name: Corey Goodman